

03-14-2006

Form PTO-1594 (Rev. 07/05)
OMB Collection 0651-0027 (Exp. 05/02/2008)DEPARTMENT OF COMMERCE
as Patent and Trademark Office

RECORD/

103195626

TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Vesper Corporation

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation- State: Pennsylvania
☐ Other _____

Citizenship (see guidelines) USAAdditional names of conveying parties attached? ☐ Yes ☒ No

3. Nature of conveyance)/Execution Date(s) :

Execution Date(s) January 26, 2006

- ☒ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☐ Other _____

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? ☐ Yes ☒ NoName: Industrial Manufacturing CompanyInternal LLC
Address: _____Street Address: 6950 South Edgerton RoadCity: BrecksvilleState: OhioCountry: USA Zip: 44141

- ☐ Association Citizenship _____
☐ General Partnership Citizenship _____
☐ Limited Partnership Citizenship _____
☐ Corporation Citizenship _____
☒ Other Company Citizenship Delaware
 If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☒ No
 (Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

N/A

B. Trademark Registration No.(s) 1,249,588;855,937; 538,737; 1,254,336; 533,409;
780,133; 1,244,987Additional sheet(s) attached? ☐ Yes ☒ No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

CG & Design; CLEVELAND; CLEVELAND & Design; COLUMBIA; FRIGIFLEX & Design;
HELLAN; PENCO

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Stanton J. Lovenworth, Esq.

Internal Address: _____

Street Address: Dewey Ballantine LLP
1301 Avenue of the AmericasCity: New YorkState: New York Zip: 10019Phone Number: 212-259-6420Fax Number: 212-259-6333Email Address: slovenworth@dbllp.com

6. Total number of applications and registrations involved:

7

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 190.00

- ☐ Authorized to be charged by credit card
☐ Authorized to be charged to deposit account
☒ Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number _____

Authorized User Name _____

9. Signature:

Stanton J. Lovenworth

Signature

March 8, 2006

Date

Total number of pages including cover sheet, attachments, and document: 4

03/13/2006 DRYRNE 000001AA 1249588

Name of Person Signing

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment/Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450
150.00 OP01 FC:8521
02 FC:8522TRADEMARK
REEL: 003313 FRAME: 0415

**TRADEMARK ASSIGNMENT
(VESPER CORP / INDUSTRIAL)**

This TRADEMARK ASSIGNMENT (VESPER CORP / INDUSTRIAL) (this "Assignment") is made and entered into this 26th day of January, 2006, by and between Vesper Corporation, a Pennsylvania corporation ("Assignor"), and Industrial Manufacturing Company LLC, a Delaware limited liability company and direct, wholly-owned subsidiary of Assignor ("Assignee").

RECITALS:

WHEREAS, Assignor is the owner of the trademarks and the corresponding registrations and/or applications for registration set forth on Schedule A attached hereto (collectively, the "Trademarks"), together with the goodwill of the business connected with and symbolized by the Trademarks; and

WHEREAS, Assignee desires to acquire all of Assignor's right, title and interest in and to the Trademarks.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are acknowledged, the parties hereby agree as set forth below.

1. Assignor hereby sells, assigns, transfers and conveys to Assignee, and Assignee accepts and acquires from Assignor, Assignor's entire right, title, interest in and to the Trademarks together with the goodwill of the business connected with and symbolized by the Trademarks, the same to be held and enjoyed by Assignee as fully and entirely as said interest could have been held and enjoyed by Assignor had this sale, assignment, transfer and conveyance not been made.

2. Assignor, on its own behalf and on behalf of its affiliates, assigns to Assignee all claims for damages by reason of infringement prior to the assignment of the Trademarks and of all rights associated therewith, with the right to sue for damages arising out of such claims, and to collect the same for its own use and benefit, and for the use and benefit of its successors, assignees or other legal representatives.

3. Assignor authorizes the Commissioner of Trademarks of the United States and other empowered officials of the United States Patent and Trademark Office and/or the appropriate empowered officials in relevant jurisdictions to record the transfer of the registrations and/or applications for registration set forth on Schedule A to Assignee as assignee of Assignor's entire right, title and interest therein. Assignor agrees to further execute any documents reasonably necessary to effect this assignment or to confirm Assignee's ownership of the Trademarks.

4. This Assignment may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts taken together shall constitute one and the same instrument. Each counterpart may be delivered by facsimile transmission, which transmission shall be deemed delivery of an originally executed document.

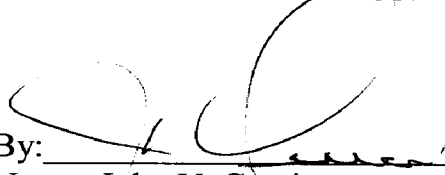
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**TRADEMARK
REEL: 003313 FRAME: 0416**

IN WITNESS WHEREOF, the parties hereto have executed this Assignment as of the date first above written.


ASSIGNOR:

VESPER CORPORATION

By: 
Name: John V. Curci
Title: Vice-President & Secretary

ASSIGNEE:

**INDUSTRIAL MANUFACTURING
COMPANY LLC**

By: 
Name: John V. Curci
Title: Vice-President, Treasurer, Secretary & CFO

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SCHEDULE A
TRADEMARKS

<u>Mark</u>	<u>Country</u>	<u>Reg No.</u>	<u>Reg. Date</u>
CG (design)	USA	1,249,588	1/29/1982
Cleveland	USA	0855937	3/13/1967
Cleveland (design)	USA	0538737	2/28/1950
Columbia	USA	1,254,336	10/18/1983
Frigiflex (design)	USA	0533409	11/14/1950
Hellan	USA	0780133	2/17/1964
Hellan	Canada	TMA146329	7/29/1966
Penco	USA	1,244,987	7/12/1983

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